

JTH Holding, Inc.  
Form 10-Q/A  
September 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended July 31, 2012**

**OR**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from            to            .**

**Commission File Number 000-54660**

**JTH Holding, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**27-3561876**

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(State of incorporation)

(IRS employer identification no.)

**1716 Corporate Landing Parkway**

**Virginia Beach, Virginia 23464**

(Address of principal executive offices)

**(757) 493-8855**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the registrant's Class A Common Stock, \$0.01 par value, at the close of business on September 25, 2012, was 12,125,833 shares.

**EXPLANATORY NOTE**

This Form 10-Q/A amends the Quarterly Report on Form 10-Q of JTH Holding, Inc. for the quarterly period ended July 31, 2012 ( Form 10-Q ), as filed with the Securities and Exchange Commission on August 29, 2012, for the sole purpose of furnishing the Interactive Data Files as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T. Exhibit 101 provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q other than the furnishing of the exhibit described above. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

**PART II: OTHER INFORMATION**

**ITEM 6**

**EXHIBITS**

We have filed the following exhibits as part of this report:

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Filed Herewith</b>	<b>Incorporated by Reference</b>
31.1(1)	Certification of Chief Executive Officer		X
31.2(1)	Certification of Chief Financial Officer		X
32.1(1)	Section 1350 Certification (Chief Executive Officer)		X
32.2(1)	Section 1350 Certification (Chief Financial Officer)		X
101.INS(2)	XBRL Instance Document	X	
101.SCH(2)	XBRL Taxonomy Extension Schema	X	
101.CAL(2)	XBRL Taxonomy Extension Calculation Linkbase	X	
101.LAB(2)	XBRL Taxonomy Extension Label Linkbase	X	
101.PRE(2)	XBRL Taxonomy Extension Presentation Linkbase	X	
101.DEF(2)	XBRL Taxonomy Extension Definition Linkbase	X	

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(1) This exhibit was previously filed or furnished as an exhibit to our Quarterly Report on Form 10-Q for the quarter ended July 31, 2012.

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(2) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not to be filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**JTH HOLDING INC.  
(Registrant)**

Dated: September 27, 2012

By: /s/ John T. Hewitt  
John T. Hewitt  
Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)

Dated: September 27, 2012

By: /s/ Mark F. Baumgartner  
Mark F. Baumgartner  
Chief Financial Officer  
(Principal Financial Officer)